

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sanmenxia Tianyuan Aluminum Company Limited (the “Company”), you should at once hand this circular to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Sanmenxia Tianyuan Aluminum Company Limited\***

**三門峽天元鋁業股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 8253)**

**PROPOSED APPOINTMENT OF AUDITORS  
AND  
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION**

A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held on 12 March 2014 at 2:30 p.m. at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the People's Republic of China, is set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions contained therein. In case of H shares, the proxy form shall be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and in case of domestic shares, the proxy form shall be lodged at the register address and principal place of business of the Company in the PRC at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the PRC, as soon as possible and in any event no later than 24 hours before the time scheduled for holding the EGM (or any adjourned meeting thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment if you so desire.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting and on the Company's website at [www.styal.com.cn](http://www.styal.com.cn).

\* *for identification purposes only*

14 February 2014

## **CHARACTERISTICS OF GEM**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

**The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.**

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## DEFINITIONS

*In this circular, the following expressions have the following meanings, unless the context otherwise requires:*

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Sanmenxia Tianyuan Aluminum Company Limited (三門峽天元鋁業股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and whose H shares are listed on GEM
“Director(s)”	the director(s) of the Company
“Domestic Shares”	the domestic invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company to be held on 12 March 2014 at 2:30 p.m. at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the PRC
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Hong Kong”	the Hong Kong Special Administration Region of the PRC
“H Shares”	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Domestic Shares and the H Shares

## DEFINITIONS

“Shares”	Domestic Shares and H Shares
“SHINEWING”	SHINEWING (HK) CPA Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

LETTER FROM THE BOARD



Sanmenxia Tianyuan Aluminum Company Limited\*

三門峽天元鋁業股份有限公司

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8253)

*Executive Directors:*

Mr. Li Zhi Yuan (*Chairman of the Company*)  
Mr. Xiao Chong Xin  
Mr. Chen Hong Qing

*Non-executive Directors:*

Mr. Yan Li Qi  
Mr. Ma Yong Zheng  
Mr. Jin Ming Jie

*Independent Non-executive Directors:*

Ms. Fan Feng Juan  
Mr. Liang Da Zhan  
Mr. Liu Li Bun

*Registered office and principal  
place of business in the PRC:*  
No. 10 South Dongfeng Road  
Sanmenxia City  
Henan Province  
The People's Republic of China

*Principal place of business in  
Hong Kong:*  
14B, Wing Cheong Commercial  
Building  
19–25 Jervois Street  
Sheung Wan  
Hong Kong

14 February 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF DIRECTORS AUDITORS  
AND  
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION**

**INTRODUCTION**

On 20 January 2014, the Company announced that the Board proposed to appoint SHINEWING as international auditors of the Company and to amend the Articles of Association. The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the EGM for the purpose of, among other things, approving the proposed appointment of auditors and proposed amendment of the Articles of Association.

\* For identification purposes only

## **LETTER FROM THE BOARD**

### **PROPOSED APPOINTMENT OF AUDITORS**

Reference is made to the announcement of the Company dated 7 May 2013 in relation to the resignation of Martin C. K. Pong & Company as auditors of the Company.

The Board proposed to appoint SHINEWING as the international auditors of the Company, with a term expiring upon the next annual general meeting. The engagement of SHINEWING is subject to approval by shareholders of the Company at the EGM.

Resolution will be put forward at the EGM to approve the appointment of SHINEWING as the international auditors of the Company and to authorize the Board to fix the remuneration of SHINEWING.

### **PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION**

The Board will put forward amendments to the Articles of Association for the Shareholders' consideration and approval at the EGM. The amendments are proposed for the purpose of reflect the existing shareholding structure of the Company and the intention of the Company to diversify the its business into, among other things, the procurement and sale of alumina.

Set out below are the proposed amendments to the Articles of Association:

- (1) The existing Article 2.02 of the Articles of Association reads as follows:

“The scope of business of the Company is based on the items approved by the corporation registration organization.

The scope of business of the Company includes: production and sale of aluminum and aluminum alloy ingot products; undertaking the business of the export of the products produced by the Company; undertaking the business of the import of the raw and ancillary materials, equipment and facilities, instruments, meters and components required for the Company's production (except commodities and technologies restricted to be undertaken by the Company or prohibited for import and export); undertaking the business of processing with imported materials and processing and compensation trades.”

Article 2.02 will be amended to read as follows:

“The scope of business of the Company is based on the items approved by the corporation registration organization.

The scope of business of the Company includes: production and sale of aluminum and aluminum alloy ingot products; undertaking the business of the export of the products produced by the Company; undertaking the business of the import of the raw and ancillary materials, equipment and facilities, instruments, meters and components required for the Company's production (except commodities and technologies restricted to be undertaken by the Company or prohibited for import and export); undertaking the business of processing with imported materials and processing and compensation trades; undertaking the business of the procurement and sale of alumina (not relating to import and export business).”

## LETTER FROM THE BOARD

(2) The existing Article 3.06(B) of the Articles of Association reads as follows:

“Now the shareholding structure of the Company is:

(I) Shareholders of domestic shares:

- (1) Tianrui Group Co., Ltd. holds 2,661,799,752 shares, covering about 68.11% in the total equity capital of the Company;
- (2) Jiaozuo Dongxing Carbon Co., Ltd. holds 30,003,062 shares, covering about 0.76% in the total equity capital of the Company;
- (3) Do-Fluoride Chemicals Co., Ltd. holds 8,824,430 shares, covering about 0.23% in the total equity capital of the Company.

(II) The shareholders of overseas listed foreign shares (H shares) hold 1,207,716,860 shares, covering about 30.90% in the total equity capital of the Company.”

Article 3.06(B) will be amended to read as follows:

“Now the shareholding structure of the Company is:

(I) Shareholders of domestic shares:

- (1) Ruzhou Tianrui Industry Company Limited holds 2,661,799,752 shares, covering about 68.11% in the total equity capital of the Company;
- (2) Jiaozuo Dongxing Carbon Co., Ltd. holds 30,003,062 shares, covering about 0.76% in the total equity capital of the Company;
- (3) Do-Fluoride Chemicals Co., Ltd. holds 8,824,430 shares, covering about 0.23% in the total equity capital of the Company.

(II) The shareholders of overseas listed foreign shares (H shares) hold 1,207,716,860 shares, covering about 30.90% in the total equity capital of the Company.”

### THE EGM

Notice of the EGM to be held at 2:30 p.m. on 12 March 2014 at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the PRC, are set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions contained therein. In case of H Shares, the proxy form shall be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and in case of Domestic Shares, the proxy form shall be lodged at the register address and principal place of business of the Company in the PRC at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province,



## LETTER FROM THE BOARD

the PRC, as soon as possible and in any event no later than 24 hours before the time scheduled for holding the EGM (or any adjourned meeting thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment if you so desire.

### CLOSURE OF REGISTER OF MEMBERS

The Company's register of members will be closed from 1 March 2014 to 12 March 2014 (both days inclusive), during which period no transfer of Shares will be registered. Holders of Shares whose names appear on the register of members of the Company at the close of business on 28 February 2014 will be entitled to attend and vote at the EGM. In order to qualify to attend and vote at the EGM, all instruments of transfer must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 28 February 2014.

### GENERAL

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text prevails.

### RECOMMENDATION

The Directors consider that the proposed resolutions referred to in this circular are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions set out in the notice of the EGM.

Yours faithfully,  
By order of the Board  
**Sanmenxia Tianyuan Aluminum Company Limited\***  
**Li Zhi Yuan**  
*Chairman*

\* For identification purposes only

**NOTICE OF EXTRAORDINARY GENERAL MEETING**



**Sanmenxia Tianyuan Aluminum Company Limited\***

**三門峽天元鋁業股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 8253)**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Sanmenxia Tianyuan Aluminum Company Limited (the “Company”) will be held at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the People’s Republic of China (“PRC”) at 2:30 p.m. on 12 March 2014, to consider the following businesses:

**As ordinary resolution**

1. To consider and, if thought fit, to approve the appointment of SHINEWING (HK) CPA Limited as international auditors of the Company and to authorise the board of directors of the Company (the “Board”) to fix their remuneration.

**As special resolution**

2. (a) To consider and, if thought fit, to approve the amendments of Articles of Association of the Company as more particularly described in section headed “Letter from the Board — Proposed amendment of articles of association” of the circular of the Company dated 14 February 2014; and  
  
(b) THAT the Board be and is hereby authorized to make such adjustments or other amendments to the Articles of Association of the Company as it considers necessary or otherwise appropriate in connection with the said amendments or as may be required by the relevant regulatory authorities, and to file the amended Articles of Association of the Company with the relevant regulatory authorities for approval, endorsement and/or registration as appropriate, and to do or authorise doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable to give effect to and implement the amendments.”

By order of the Board

**Sanmenxia Tianyuan Aluminum Company Limited\***

**Li Zhi Yuan**

*Chairman*

Henan Province, the PRC, 14 February 2014

\* *For identification purposes only*

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Notes:*

1. The Company's register of H Share members will be closed from 1 March 2014 to 12 March 2014 (both days inclusive), during which period no transfer of Shares will be registered. Holders of Shares whose names appear on the register of members of the Company at the close of business on 28 February 2014 will be entitled to attend and vote at the EGM. In order to qualify to attend and vote at the EGM, all instruments of transfer must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 28 February 2014.
2. Shareholders who are entitled to attend and vote at the EGM convened by the above notice may appoint one or more proxies in writing to attend and vote at the EGM on their behalf. A proxy need not be a member of the Company.
3. A proxy form for used at the EGM is enclosed. In order to be valid, the proxy form shall be signed by the appointer or his attorney duly authorized in writing or, in case of a legal person, under the company seal or in person by its director or a duly authorized attorney.
4. Proxy forms shall be lodged no later than 24 hours prior to the convening of the EGM. In case of H shares, the proxy forms shall be lodged at Computershare Hong Kong Investor Services Limited, the Company's H shares registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. In case of domestic shares, the proxy forms shall be lodged at the register address and principal place of business of the Company in the PRC at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the PRC.
5. Shareholders who wish to attend the EGM shall complete and return the reply slip for the EGM no later than 6 March 2014. In case of H shares, the reply slip shall be lodged at Computershare Hong Kong Services Limited, the Company's H shares registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. In case of domestic shares, the slip shall be lodged at the registered address and principal place of business of the Company in the PRC at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the PRC.
6. Shareholders or proxies attending the EGM shall state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
7. The EGM is expected to last for about half a day. Shareholders or proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.
8. Completion and return of the Proxy Form will not preclude members of the Company from attending and voting in person at the EGM or any adjournment should he so desire.